



CORPORATION SERVICE COMPANY

RECORD # 24036-H FILED

JUN 20 '06

4-31 PM

SURFACE TRANSPORTATION BOARD



June 19, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

REF: 186733/005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 13, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **CEMEX INC.**
840 Gessner, Ste 1400, Houston, TX 77024

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **CEMEX INC.** covering 65-3,250 C.F. covered hopper car with gravity gates and round hatches (130077/130236) NON INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation #24036 dated 07/22/02 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3753.

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13th day of April, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CEMEX, INC., a Louisiana corporation, with an address at 840 Gessner, Suite 1400, Houston, TX 77024 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of June 1, 2002 covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on July 22, 2002 and given Recordation Number 24036.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in **Schedule A** hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine English
Name: Catherine English
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CEMEX, INC.

By: Kenneth R Pramik
Name: Kenneth R Pramik
Title: Director Transportation

Schedule A

Number of Cars			Equipment Description		
65			3,250 C.F. covered hopper car with gravity gates and round hatches		
1	CMEX	130077	53	CMEX	130222
2	CMEX	130078	54	CMEX	130223
3	CMEX	130079	55	CMEX	130224
4	CMEX	130080	56	CMEX	130226
5	CMEX	130081	57	CMEX	130227
6	CMEX	130082	58	CMEX	130228
7	CMEX	130083	59	CMEX	130229
8	CMEX	130084	60	CMEX	130230
9	CMEX	130085	61	CMEX	130231
10	CMEX	130087	62	CMEX	130233
11	CMEX	130092	63	CMEX	130234
12	CMEX	130093	64	CMEX	130235
13	CMEX	130106	65	CMEX	130236
14	CMEX	130107			
15	CMEX	130108			
16	CMEX	130111			
17	CMEX	130176			
18	CMEX	130183			
19	CMEX	130184			
20	CMEX	130185			
21	CMEX	130187			
22	CMEX	130188			
23	CMEX	130189			
24	CMEX	130190			
25	CMEX	130191			
26	CMEX	130192			
27	CMEX	130193			
28	CMEX	130196			
29	CMEX	130197			
30	CMEX	130198			
31	CMEX	130199			
32	CMEX	130200			
33	CMEX	130201			
34	CMEX	130202			
35	CMEX	130203			
36	CMEX	130204			
37	CMEX	130205			
38	CMEX	130206			
39	CMEX	130207			
40	CMEX	130208			
41	CMEX	130209			
42	CMEX	130210			
43	CMEX	130211			
44	CMEX	130212			
45	CMEX	130213			
46	CMEX	130214			
47	CMEX	130215			
48	CMEX	130216			
49	CMEX	130217			
50	CMEX	130218			
51	CMEX	130220			
52	CMEX	130221			